

No. 020
Date AUG 28 1980
Fee \$ 30.00
ICC Washington, D. C.

RICHMOND LEASING COMPANY
1700 West Loop South
Suite 1500
Houston, Texas 77027

AUG 28 1980 -10 20 AM

RECORDATION NO. 11618-8 Filed 1425

RECORDATION NO. 11618-9 Filed 1425

AUG 28 1980 -10 20 AM

INTERSTATE COMMERCE COMMISSION

August 28, 1980

RECORDATION NO. 11618-R Filed 1425

AUG 28 1980 -10 20 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
AUG 28 10 14 AM '80
I.C.C.
FREE OPERATION CR.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment, a Bill of Sale and a Sixth Supplement to Equipment Trust Agreement relating to railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of August 28, 1980, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee);

2. Three (3) executed counterparts of a Bill of Sale dated as of August 28, 1980, between Richmond Leasing Company and Mercantile National Bank at Dallas; and

3. Three (3) executed counterparts of a Sixth Supplement to Equipment Trust Agreement dated as of August 28, 1980, among Mercantile National Bank at Dallas, Richmond Leasing Company, and Teachers Insurance and Annuity Association of America.

The address of Richmond Leasing Company is 1700 West Loop South, Houston, Texas 77027, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment, the Bill of Sale, and added to the Equipment Trust Agreement by the Sixth Supplement is described in Exhibit A hereto.

Anna Carter

Deputy

Secretary
Interstate Commerce Commission
August 28, 1980
Page -2-

The Assignment, Bill of Sale and Sixth Supplement have been executed in connection with an Equipment Trust Agreement dated as of August 15, 1979 (including a First Supplement to Equipment Trust Agreement, a Second Supplement to Equipment Trust Agreement, a Third Supplement to Equipment Trust Agreement, a Fourth Supplement to Equipment Trust Agreement, and a Fifth Supplement to Equipment Trust Agreement), and filed with the Interstate Commerce Commission on March 31, 1980, and which has been assigned the following recordation number: 11618.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and Sixth Supplement with filing data noted thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

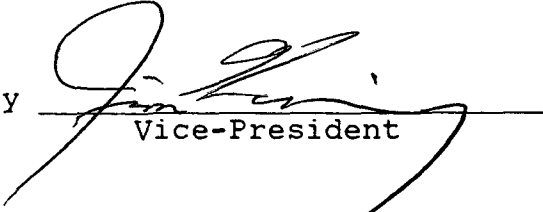

Vice-President

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
10 tank cars	DOT105A300W	34,000	RTMX 5035 thru 5044

Interstate Commerce Commission
Washington, D.C. 20423

8/28/80

OFFICE OF THE SECRETARY

Jim Herring
Richmond Leasing Company
1700 West Loop South, Suite 1500
Houston, Texas 77027

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/28/80**, at **10:20am**, and assigned recordation number(s). **11618-J, 11618-K, 11618-L**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SIXTH SUPPLEMENT TO **AUG 28 1980 -10 20 AM**
EQUIPMENT TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS SIXTH SUPPLEMENT dated as of August 28, 1980, to the Equipment Trust Agreement dated as of August 15, 1979 (hereinafter, as amended by the First Supplement to Equipment Trust Agreement, the Second Supplement to Equipment Trust Agreement, the Third Supplement to Equipment Trust Agreement, the Fourth Supplement to Equipment Trust Agreement, and the Fifth Supplement to Equipment Trust Agreement, called the "Trust Agreement"), by and between MERCANTILE NATIONAL BANK AT DALLAS, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter in such capacity called the "Trustee"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"):

W I T N E S S E T H:

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission on March 31, 1980, under Recordation No. 11618; and

WHEREAS, the First Supplement to Equipment Trust Agreement (the "First Supplement") was filed with the Interstate Commerce Commission on May 1, 1980; and

WHEREAS, the Second Supplement to Equipment Trust Agreement (the "Second Supplement") was filed with the Interstate Commerce Commission on June 2, 1980; and

WHEREAS, the Third Supplement to Equipment Trust Agreement (the "Third Supplement") was filed with the Interstate Commerce Commission on June 30, 1980; and

WHEREAS, the Fourth Supplement to Equipment Trust Agreement (the "Fourth Supplement") was filed with the Interstate Commerce Commission on June 30, 1980; and

WHEREAS, the Fifth Supplement to Equipment Trust Agreement (the "Fifth Supplement") was filed with the Interstate Commerce Commission on August 7, 1980; and

WHEREAS, pursuant to the terms of a Purchase Agreement dated as of August 15, 1979 (hereinafter, as amended by the Amendment to Purchase Agreement dated as of June 30, 1980, called the "Purchase Agreement"), among MERCANTILE NATIONAL BANK AT DALLAS (hereinafter in such capacity called the "Interim Purchaser"), TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA (hereinafter called the "Long-Term Purchaser"), and the Company, the Interim Purchaser and the Long-Term Purchaser have each purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement; and

WHEREAS, the parties desire to amend the Trust Agreement as provided herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended to add to Exhibit A and to Exhibit B, respectively, to the Trust Agreement the railroad cars described in Annex A hereto and the Existing Leases described in Annex B hereto, and such railroad cars and Existing Leases shall be subject to the Trust Agreement.

2. The Long-Term Purchaser and the Interim Purchaser each severally consents to such amendment of the Trust Agreement.

3. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

4. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

5. Terms used in this Sixth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

6. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, Second Supplement, Third Supplement, Fourth Supplement, Fifth Supplement, and this Sixth Supplement.

7. This Sixth Supplement may be executed in several counterparts each of which shall be deemed an original, and

all such counterparts shall together constitute but one and the same instrument. This Sixth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Sixth Supplement.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TEACHERS INSURANCE AND ANNUITY
ASSOCIATION OF AMERICA

By

mq1 *John W. Sullivan*

By

David B. Bullett

THE STATE OF NEW YORK §
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared John M. Baldwin, Assistant Vice President of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 27th day of August, 1980.

[SEAL]

James F. Blair
NOTARY PUBLIC IN AND FOR
NEW YORK COUNTY, NEW YORK

JAMES F. BLAIR
NOTARY PUBLIC, State of New York
No. 4519139
Qualified in Westchester County
Cert. filed in New York County
Commission Expires March 30, 19

THE STATE OF NEW YORK §
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared David B. Bullett, Vice President of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

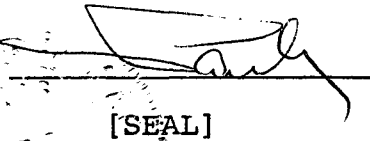
GIVEN UNDER MY HAND AND SEAL OF OFFICE this 27th day of August, 1980.

[SEAL]

James F. Blair
NOTARY PUBLIC IN AND FOR
NEW YORK COUNTY, NEW YORK

JAMES F. BLAIR
NOTARY PUBLIC, State of New York
No. 4519139
Qualified in Westchester County
Cert. filed in New York County
Commission Expires March 30, 19

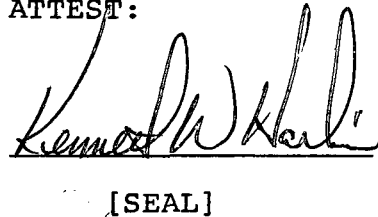
ATTEST:


[SEAL]

ATTEST:



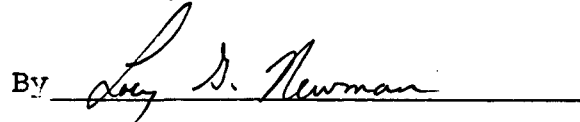
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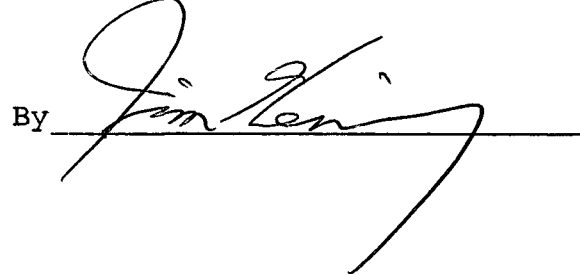
MERCANTILE NATIONAL BANK AT
DALLAS, TRUSTEE

By 
Trust Officer

MERCANTILE NATIONAL BANK AT
DALLAS, INTERIM PURCHASER

By 

RICHMOND LEASING COMPANY

By 

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 28th day of August, 1980, before me personally appeared Lonnie G. Diggs, to me personally known, who being by me duly sworn, says that he is an Vice President & Trust Officer of MERCANTILE NATIONAL BANK AT DALLAS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28th day of August, 1980.

[SEAL]

Bra J Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 28th day of August, 1980, before me personally appeared Lacy G. Newman, to me personally known, who being by me duly sworn, says that he is an Vice President of MERCANTILE NATIONAL BANK AT DALLAS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28th day of August, 1980.

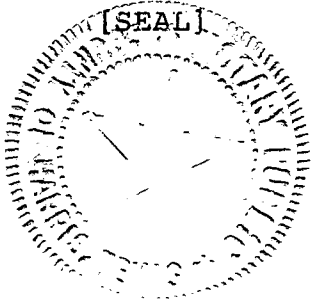
[SEAL]


Bra J Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jim Herring, Vice President of RICHMOND LEASING COMPANY, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of RICHMOND LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 8th day of August, 1980.



KAREN D. PICKETT,
Notary Public in and for Harris County, Texas
My Commission expires June, 28 1981

NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

ANNEX A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed & Car No.</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
10	DOT105A300W	34,000 Gallon	RTMX 5035 thru 5044	120 Months	August 1980	\$7,550

ANNEX B

EXISTING LEASES

1. Riders 1 and 1A both dated July 1, 1980 to Tank Car Lease and Service Contract dated July 1, 1980 between Richmond Leasing Company and Central Petroleum Corporation, covering the following described railroad cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 Gallon DOT 105A300W Tank Cars	RTMX 5035 thru 5044